each $R^3$ is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, oxo, or heterocyclyl; and each $R^4$ is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or $R^b$; or $R^3$ and $R^4$ are joined to form a $C_{1-4}$ alkylene group, wherein the alkylene group is optionally substituted with 1 to 4 substituents independently selected from $R^b$;

each $R^5$ and $R^6$ is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; or $R^5$ and $R^6$ together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur or nitrogen;

wherein for $R^1$-$R^6$, each alkyl, alkenyl, and alkynyl is optionally substituted with $R^x$, or with 1, 2, 3, or 4 substituents independently selected from $R^b$; for $R^1$-$R^6$, each aryl and heteroaryl is optionally substituted with 1 to 4 substituents independently selected from $R^c$, and for $R^1$-$R^6$, each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^b$ and $R^c$;

each $R^a$ is independently $-OR^d$, $-NO_2$, halo, $-S(O)_mR^d$, $-SR^d$, $-S(O)_2OR^d$, $-S(O)_mNR^dR^e$, $-NR^dR^e$, $-O(CR^fR^g)_nNR^dR^e$, $-C(O)R^d$, $-CO_2R^d$, $-OC(O)_2(CR^fR^g)_nCONR^dR^e$, $-OC(O)R^d$, $-CN$, $-C(O)NR^dR^e$, $-NR^dC(O)R^e$, $-OC(O)NR^dR^e$, $-NR^dC(O)OR^e$, $-NR^dC(O)NR^dR^e$, $-CR^d(=N-OR^e)$, $-CF_3$, or $-OCF_3$;

each $R^b$ is independently $R^a$, oxo or $=N-OR^e$;

each $R^c$ is independently $R^a$, alkyl, alkenyl, or alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from $R^b$;

each $R^d$ and $R^e$ is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$; or $R^d$ and $R^e$ together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each $R^f$ and $R^g$ is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$; or $R^f$ and $R^g$ together with

contd. the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each $R^h$ is independently halo, $C_{1-6}$ alkyl, $C_{1-6}$ alkoxy, aryl, (aryl)-$C_{1-6}$ alkyl, heteroaryl, (heteroaryl)-$C_{1-6}$ alkyl, hydroxy, amino, -$NHC_{1-6}$ alkyl, -$N(C_{1-6}$ alkyl$)_2$, -$OC(O)C_{1-6}$ alkyl, -$C(O)C_{1-6}$ alkyl, -$C(O)OC_{1-6}$ alkyl, -$NHC(O)C_{1-6}$ alkyl, -$C(O)NHC_{1-6}$ alkyl, carboxy, nitro, -CN, or -$CF_3$;

$R^k$ is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$;

$R^m$ is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$;

each $R^x$ is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of $R^c$, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from $R^b$;

*m* is 0, 1, or 2;

*n* is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

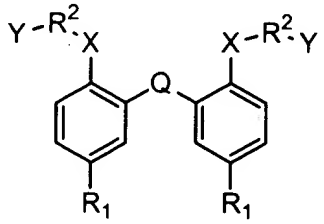
p is 1, 2, or 3;

r is 2, or 3; and

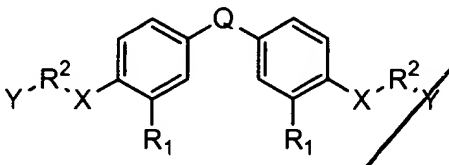
each *w* is independently 0, 1, 2, 3, or 4;

or a pharmaceutically-acceptable salt thereof.

41. A compound of formula XXIX or XXX:



(XXIX)



(XXX)

wherein:

Q is methylene;

each $R^1$ is chloro;

each $R^2$ is independently a covalent bond or alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from $R^b$;

each X is independently oxy (-O-) or -N($R^m$)-;

each Y is independently $NR^nR^p$ or a heterocyclyl containing at least one nitrogen atom, wherein each nitrogen of the heterocyclyl is substituted with $R^3$ or is linked to $R^2$, and wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from $R^4$;

each $R^3$ is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, oxo, or heterocyclyl; and each $R^4$ is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or $R^b$; or $R^3$ and $R^4$ are joined to form a $C_{1-4}$ alkylene group, wherein the alkylene group is optionally substituted with 1 to 4 substituents independently selected from $R^b$;

wherein for $R^1$-$R^4$, each alkyl, alkenyl, and alkynyl is optionally substituted with $R^x$, or with 1, 2, 3, or 4 substituents independently selected from $R^b$; for $R^1$-$R^4$, each aryl and heteroaryl is optionally substituted with 1 to 4 substituents independently selected from $R^c$, and for $R^1$-$R^4$, each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^b$ and $R^c$;

each $R^a$ is independently $-OR^d$, $-NO_2$, halo, $-S(O)_mR^d$, $-SR^d$, $-S(O)_2OR^d$, $-S(O)_mNR^dR^e$, $-NR^dR^e$, $-O(CR^fR^g)_nNR^dR^e$, $-C(O)R^d$, $-CO_2R^d$, $-CO_2(CR^fR^g)_nCONR^dR^e$, $-OC(O)R^d$, -CN, -

$C(O)NR^dR^e$, $-NR^dC(O)R^e$, $-OC(O)NR^dR^e$, $-NR^dC(O)OR^e$, $-NR^dC(O)NR^dR^e$, $-CR^d(=N-OR^e)$, $-CF_3$, or $-OCF_3$;

each $R^b$ is independently $R^a$, oxo or $=N-OR^e$;

each $R^c$ is independently $R^a$, alkyl, alkenyl, or alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from $R^b$;

each $R^d$ and $R^e$ is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$; or $R^d$ and $R^e$ together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each $R^f$ and $R^g$ is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$; or $R^f$ and $R^g$ together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each $R^h$ is independently halo, $C_{1-6}$ alkyl, $C_{1-6}$ alkoxy, aryl, (aryl)-$C_{1-6}$ alkyl, heteroaryl, (heteroaryl)-$C_{1-6}$ alkyl, hydroxy, amino, $-NHC_{1-6}$ alkyl, $-N(C_{1-6}$ alkyl$)_2$, $-OC(O)C_{1-6}$ alkyl, $-C(O)C_{1-6}$ alkyl, $-C(O)OC_{1-6}$ alkyl, $-NHC(O)C_{1-6}$ alkyl, $-C(O)NHC_{1-6}$ alkyl, carboxy, nitro, -CN, or $-CF_3$;

$R^m$ is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$;

each $R^n$ and $R^p$ is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from $R^h$;

each $R^x$ is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of $R^c$, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents

contd.

selected from $R^b$;

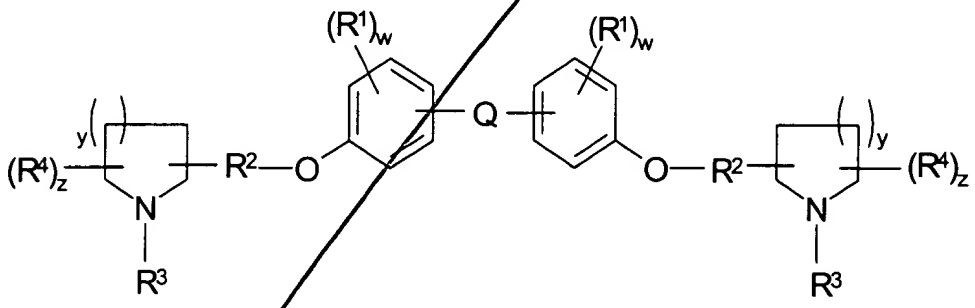
*m* is 0, 1, or 2; and

*n* is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

or a pharmaceutically-acceptable salt thereof;

provided that when any Y is $NR^nR^p$ or a nitrogen-linked heterocyclyl, then the $R^2$ attached to that Y is not a covalent bond or methylene.

42. The compound of claim 40 which is a compound of formula II:



(II)

wherein:

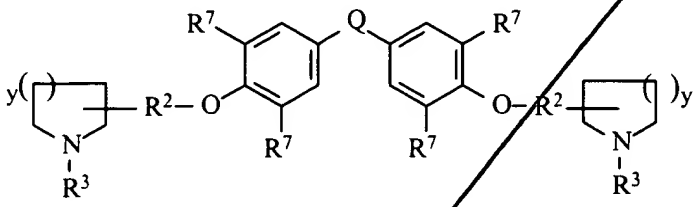
Q is -O-, -S(O)$_m$-, or -$CR^5R^6$-;

each *y* is independently 0, 1, 2, or 3; and

each *z* is independently 0, 1, 2, 3, or 4;

or a pharmaceutically-acceptable salt thereof.

contd. 43. The compound of claim 40 which is a compound of formula (III):



(III)

wherein

Q is -O-, -S(O)$_m$-, or -CR$^5$R$^6$-;

each R$^7$ is independently hydrogen, C$_{1-10}$ alkyl, C$_{2-10}$ alkenyl, C$_{2-10}$ alkynyl, cycloalkyl, or R$^a$;

each R$^3$ is independently hydrogen, C$_{1-10}$ alkyl, or oxo;

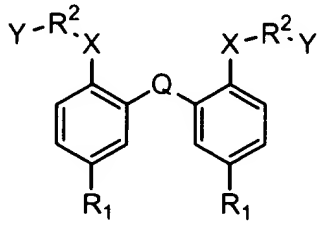
each R$^5$ and R$^6$ is independently hydrogen or C$_{1-10}$ alkyl; or R$^5$ and R$^6$ together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur and nitrogen;

wherein for R$^3$, R$^5$, R$^6$, and R$^7$, each alkyl, alkenyl, and alkynyl is optionally substituted with R$^x$, or with 1 to 4 substituents independently selected from R$^b$; and each cycloalkyl is optionally substituted with 1 to 4 substituents independently selected from R$^b$ and R$^c$; and

each *y* is independently 1, 2, or 3;

or a pharmaceutically-acceptable salt thereof.

44. The compound a claim 40 which is a compound of formula XXIX:



(XXIX)

wherein:

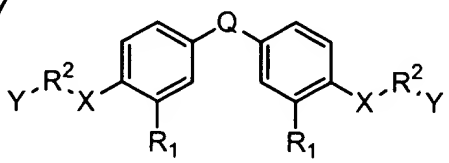
Q is methylene;

each $R^1$ is chloro;

each Y is independently a heterocyclyl containing at least one nitrogen atom, wherein each nitrogen of the heterocyclyl is substituted with $R^3$; and

and $R^2$ and X have any of the values defined in claim 1; or a pharmaceutically-acceptable salt thereof.

45. The compound a claim 40 which is a compound of formula XXX:



(XXX)

wherein:

Q is methylene;

each $R^1$ is chloro;

each Y is independently a heterocyclyl containing at least one nitrogen atom, wherein each nitrogen of the heterocyclyl is substituted with $R^3$; and

Cont'd

and $R^2$ and X have any of the values defined in claim 40; or a pharmaceutically-acceptable salt thereof.

46. The compound of claim 40 wherein each $R^1$ is independently $C_{1-10}$ alkyl, $C_{2-10}$ alkenyl, $C_{2-10}$ alkynyl, cycloalkyl, or $R^a$.

47. The compound of claim 40 wherein each $R^1$ is independently $C_{1-10}$ alkyl or halo.

48. The compound of claim 40 wherein each $R^1$ is independently methyl, ethyl, propyl, chloro, bromo, fluoro, or isopropyl.

49. The compound of claim 40 wherein each $R^1$ is independently methyl, or chloro.

50. The compound of claim 40 or 41 wherein each $R^2$ is independently a covalent bond or $C_{1-10}$ alkylene.

51. The compound of claim 40 or 41 wherein each $R^2$ is independently a covalent bond, methylene, 1,2-ethylene, 1,3-propylene, (2R)-2-(methyl)ethane-1,2-diyl, (2S)-2-(methyl)ethane-1,2-diyl, 1-(methyl)butane-1,4-diyl, 1-(methyl)ethane-1,2-diyl, or 2,2-(dimethyl)propane-1,3-diyl.

52. The compound of claim 40 or 41 wherein each $R^2$ is independently a covalent bond, methylene, or ethylene.

53. The compound of claim 40 wherein Q is -O-, $-S(O)_m-$, or $-(CR^5R^6)_p-$.

54. The compound of claim 40 wherein Q is -O-, $-S(O)_m-$, or $-N(R^k)-$.

55. The compound of claim 40 wherein Q is $-(CR^5R^6)_p-$, or $-O(CR^5R^6)_rO-$.

contd. a1

56. The compound of claim 40 wherein Q is -O-, -$S(O)_m$-, -$(CR^5R^6)_p$-, or -$N(R^k)$-;

57. The compound of claim 40 wherein Q is methylene, 1,2-ethylene, 3,4-hexylene, dimethylmethylene, oxy, -NH-, -$OCH_2CH_2O$-, or a group -$C(R^5)(R^6)$- wherein $R^5$ and $R^6$ together with the carbon to which they are attached form a cyclohexylene ring.

58. The compound of claim 40 or 41 wherein each X is oxy.

59. The compound of claim 40 or 41 wherein each X is -NH-.

60. The compound of claim 41 wherein each Y is independently $NR^nR^p$.

61. The compound of claim 41 wherein each Y is independently a heterocyclyl containing at least one nitrogen atom, wherein each nitrogen of the heterocyclyl is substituted with $R^3$ or linked to $R^2$, and wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from $R^4$.

62. The compound of claim 41 wherein each Y is independently a heterocyclyl containing at least one nitrogen atom, wherein each nitrogen of the heterocyclyl is linked to $R^2$, and wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from $R^4$.

63. The compound of claim 40 or 41 wherein each Y is independently a heterocyclyl selected from pyrrolidinyl, piperidinyl, and morpholinyl, wherein each heterocycle of Y is optionally substituted with 1, 2, 3, or 4 substituents independently selected from $R^4$.

64. The compound of claim 41 wherein Y is independently amino, diethylamino, dimethylamino, 1-methyl-4-piperidinyl, 1-methyl-3-piperidinyl, 1-methyl-2-piperidinyl, 4-piperidinyl, 3-piperidinyl, 2-piperidinyl, 1-isopropyl-3-pyrrolidinyl, morpholino, (2R,4R)-2-

methoxycarbonyl-4-pyrrolidinyl, 1-methyl-3-pyrrolidinyl, 1-methyl-2-pyrrolidinyl, 3-pyrrolidinyl, 2-pyrrolidinyl, 1-pyrrolidinyl, (2S,4R)-2-methyl-4-pyrrolidinyl, (2R,4R)-2-carboxy-4-pyrrolidinyl, (2S,4S)-2-(N,N-dimethylamino)carbonyl-4-pyrrolidinyl, (2R,4R)-2-hydroxymethyl-4-pyrrolidinyl, or (2R,4R)-2-methoxymethyl-4-pyrrolidinyl.

65. The compound of claim 40 wherein each *w* is 0.

66. The compound of claim 40 wherein each *w* is 1.

67. The compound of claim 40 wherein each *w* is 2.

68. The compound of claim 42 or 43 wherein each *y* is independently 1 or 2.

69. The compound of claim 42 wherein each *z* is independently 0, 1, or 2.

70. The compound of claim 40 which is a compound of any one of formulae V-XXX, shown in Figures 1-3, wherein X, Y, Q, $R^1$, $R^2$, and *w* have the values given in claim 40.

71. The compound of claim 40, which is any one of compounds **1-11** shown in Table 1; or a pharmaceutically acceptable salt thereof.

72. A pharmaceutical composition comprising a compound as described in claim 40 or 41; and a pharmaceutically acceptable carrier.

73. A method of treating a disease or condition associated with sodium channel activity in a mammal, comprising administering to the mammal, a therapeutically effective amount of a pharmaceutical composition of claim 72.